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RECORDATION NO. 22451-B FILED
NOV 6 '00 3-38 PM
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SURFACE TRANSPORTATION BOARD

November 6, 2000

Recordation No. 22451-B

Dear Mr. Williams:

On behalf of Flex Leasing I, LLC, I submit for filing and recording under 49 U.S.C. § 11301 (a) and the regulations applicable thereunder, executed counterparts of a secondary document, not previously recorded, entitled Memorandum of Supplement ("Supplement") executed November 1, 2000.

The parties to the enclosed Supplement are:

Flex Leasing I, LLC	-	LESSOR
Suite 300		
234 Front Street		
San Francisco, CA 94111		

ParkSierra Corp.,	-	LESSEE
successor-in- interest to		
Arizona & California Railroad Company		
d/b/a Puget Sound & Pacific Railroad		
Suite 401		
221 Gateway Road West		
Napa, CA 94558		

The said Supplement, among other things, acts to adds to the lease 21 centerbeam railcars as covered in Annex A thereto.

The equipment covered by the instant Supplement is as identified in Annex A thereto, copy attached, namely adding 21 centerbeam railcars, as follows: LW74554-74574.

A short summary of the Supplement to appear in the Surface Transportation Board Index is as follows:

"Adds 21 centerbeam railcars, LW74554-74574 to the lease."

Please enter under this Recordation No. the following cross index reference:

“See Recordation No. 21888-Q.”

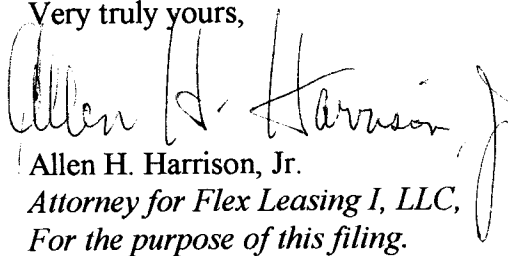
Please index this filing separately in the lessee index (white pages) under each of the following two names:

1. ParkSierra Corp.
2. Puget Sound & Pacific Railroad

Enclosed is a check in the amount of seventy-eight dollars (\$78.00) in payment of the filing fee (\$26.00) and the two cross indexing fees (\$52.00).

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter from the Surface Transportation Board acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,


Allen H. Harrison, Jr.
*Attorney for Flex Leasing I, LLC,
For the purpose of this filing.*

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Enclosures

BY HAND

8212-020

ANNEX A

Description of Equipment

Twenty-one (21) 73' centerbeam railcars, 110 ton
capacity, 286,000 LB gross rail load numbered:

LW 74554 through 74574 inclusive

[ParkSierra]

NY01/STADD/559008.2

MEMORANDUM OF SUPPLEMENT

FLEX LEASING CORPORATION and **FLEX LEASING I, LLC** collectively (i) filed that certain Memorandum of Lease with (a) the Surface Transportation Board (the "STB"), Recordation No. 22451, on September 30, 1999 at 3:30 p.m. and (b) the Registrar General of Canada (the "RGC") on the 1st day of October, A.D. 1999 at 11:48 a.m. and (ii) filed that certain Memorandum of Supplement with (a) the STB, Recordation No. 22451-A, on August 10, 2000 at 3:26 p.m. and (b) the RGC on the 14th day of August, A.D. 2000 at 9:03 a.m., relating to the lease described below:

That certain lease (the "Lease") dated as of September 7, 1999, between **FLEX LEASING CORPORATION**, a Delaware corporation ("Flex"), having its chief executive office at 234 Front Street, Suite 300, San Francisco, California 94111, and **PARKSIERRA CORP.**, as successor-in-interest to **ARIZONA & CALIFORNIA RAILROAD COMPANY**, an Arizona partnership doing business as **PUGET SOUND & PACIFIC RAILROAD** ("Lessee"), having its chief executive office at 221 Gateway Road West, Suite 401, Napa, California 94558.

The new lessor, **FLEX LEASING I, LLC**, only as to the railcars listed on Annex A attached hereto, and Lessee have added the additional railcars listed on Annex A attached hereto to the Lease and wish to supplement the Memorandum of Lease.

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IN WITNESS WHEREOF, this Memorandum of Supplement has been duly executed on this 1 day of November, 2000.

FLEX LEASING I, LLC

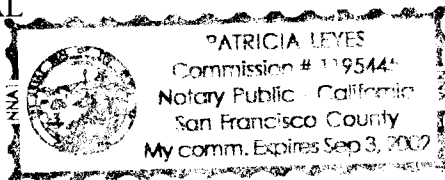

Desmond P. Hayes
President

STATE OF CA)
COUNTY OF SF) ss:
)

On this 1st day of November, 2000, personally came before me, Desmond P. Hayes, who, being by me duly sworn, says he is President of Flex Leasing I, LLC and that said writing was signed on the date hereof by him on behalf of said company by its authority duly given. And the said President acknowledged the said writing to be the act and deed of said company.

Witness my hand and notarial seal this 1st day of November, 2000.

SEAL




Notary Public
My Commission Expires: 9.3-02

ANNEX A

Description of Equipment

Twenty-one (21) 73' centerbeam railcars, 110 ton capacity, 286,000 LB gross rail load numbered:

LW 74554 through 74574 inclusive

[ParkSierra]